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March 23, 2007

FILED ELECTRONICALLY AND VIA HAND-DELIVERY

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: Joint Application of TelCove Operations, LLC and
TelCove of South Carolina, Inc. for Grant of Authority to
Complete a *Pro Forma* Reorganization and Assignment of Assets
and Customers, **Docket No. 2007-49-C, ELS No. 1272-11408**

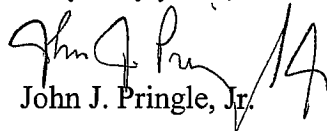
Dear Mr. Terreni:

Enclosed is the original and one (1) copy of the **Verified Testimony of William P. Hunt, III** filed on behalf of the Applicants in the above-referenced docket. The return date has passed without intervention.

Accordingly, *the Applicants hereby request that the Commission consider this matter at the weekly agenda meeting scheduled for Wednesday March 28th.* Applicants hereby waive their right to a formal hearing in this Docket. I have discussed this matter with counsel for the ORS, and the ORS does not object to the Applicants' request.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it with the bearer of these documents.

Very truly yours,


John J. Pringle, Jr.

JJP/cr

cc: Lessie Hammonds, Esquire [via electronic mail service]
Edward S. Quill, Jr., Esquire [via electronic mail service]
Michael Donahue, Esquire [via electronic mail service]

Enclosures

**THIS DOCUMENT IS AN EXACT DUPLICATE OF THE E-FILED COPY SUBMITTED TO
THE COMMISSION IN ACCORDANCE WITH ITS ELECTRONIC FILING INSTRUCTIONS.**

**BEFORE THE
SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

Joint Application of)

TelCove Operations, LLC)

and)

TelCove of South Carolina, Inc.)

For Grant of the Authority to Complete a)
Pro Forma Reorganization and Assignment of)
Assets and Customers)

Docket No. 2007-49-C

PREFILED TESTIMONY OF WILLIAM P. HUNT, III

I, William P Hunt, III, do hereby testify as follows in support of the application of TelCove Operations, LLC ("TelCove-Operations") and TelCove of South Carolina, Inc. ("TelCove-SC," together with TelCove-Operations, "Applicants"), for authority to complete a *pro forma* reorganization and assignment of assets and customers.

Q. Please state your full name, business address, and position.

A. My name is William P. Hunt, III. My business address is 1025 Eldorado Boulevard, Broomfield, Colorado 80021. I am Vice President, Public Policy for Level 3 Communications, Inc. ("Level 3"), the ultimate parent company of the Applicants.

Q. Please describe your professional experience and educational background.

A. As Vice President for Public Policy with Level 3, I am responsible for regulatory matters in North America and Europe. Prior to joining Level 3 in February 1999, I was with MCI Communications Corporation in Washington, D.C. I joined MCI in 1994 and joined the state

regulatory group in Denver in March 1996. I have a juris doctor from Western New England College School of Law and a Bachelor's of Journalism degree from the University of Missouri.

Q. What is the purpose of your testimony in this proceeding?

A. The purpose of my testimony is to support the Application of TelCove-Operations and TelCove-SC for authority to complete a *pro forma* reorganization. My testimony specifically relates to TelCove-Operations' managerial, financial, and technical competence to provide the telecommunications services for which authority is requested, and its compliance with the Commission's rules and policies.

Q. Please describe the proposed reorganization.

A. Applicants seek to complete a *pro forma* reorganization whereby TelCove-SC's South Carolina operations, including the Company's assets, authorizations and customers in South Carolina, will be transferred, on a *pro forma* basis, to TelCove-Operations. After the completion of the proposed reorganization, TelCove-Operations will become the TelCove entity authorized to provide service in South Carolina. The proposed reorganization will not affect the services that TelCove-SC's customers receive and immediately following the transaction existing customers will continue to receive service under the TelCove brand name. TelCove-Operations will have access to the same technical, managerial and financial resources that TelCove-SC has in connection with the services that it provides in South Carolina.

Q. Please describe the authority that Applicants seek from the Commission.

A. Applicants seek approval to allow TelCove-SC to transfer its assets, authority and customers, on a *pro forma* basis, to TelCove-Operations. In connection with the transfer of those operations, TelCove-Operations will become the TelCove operating entity authorized to provide service in South Carolina. To the extent the Commission determines that TelCove-SC's

authorization cannot be transferred to TelCove-Operations, Applicants respectfully request that the Commission permit TelCove-SC to relinquish its authorization effective upon the date of consummation of the proposed reorganization and simultaneously issue TelCove-Operations authority that is identical to that held by TelCove-SC.

Q. Please describe Applicants' corporate structure.

A. Currently, TelCove-SC is a direct, wholly owned subsidiary of TelCove-Operations. As a result, the proposed reorganization involves the consolidation of TelCove's South Carolina operating company with its immediate corporate parent. Applicants are both indirect wholly owned subsidiaries of Level 3 Communications, Inc., a publicly traded Delaware corporation. The proposed transactions will not affect the ultimate ownership of Applicants.

Q. Does TelCove-Operations possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A. Yes.

Q. Please describe TelCove-Operations' managerial and technical qualifications.

A. TelCove-Operations' management team possesses substantial communications experience. Currently, TelCove-Operations has regulated operations in seventeen states, not including South Carolina. Furthermore, as TelCove-Operations is the direct corporate parent of TelCove-SC, TelCove-Operations' management team currently already oversees and is closely familiar with TelCove-SC's operations. As a result, the TelCove-Operations' management team is particularly well qualified to oversee TelCove-SC's on-going South Carolina operations.

Q. Please describe TelCove-Operations' financial qualifications.

A. As explained in its Application, the proposed reorganization will not affect the financial resources of the TelCove-SC or TelCove-Operations. Both entities will remain wholly owned

indirect subsidiaries of Level 3 Communications, Inc., a publicly traded Delaware corporation. Financial information for Level 3 Communications, Inc. is provided in the Application.

Q. Please describe the types of services that TelCove-Operations will offer in South Carolina.

A. TelCove-Operations seeks authority which is identical to that currently held by TelCove-SC. TelCove-Operations will initially provide services identical to those now provided by TelCove-SC but may expand its service in accordance with market conditions. TelCove-Operations will continue to closely monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis to ensure that its services are safe, reliable, and of high-quality.

Q. What geographic areas will TelCove-Operations serve?

A. TelCove-Operations seeks authority to provide service throughout South Carolina.

Q. Please provide the name, address and telephone number of the person that will serve as TelCove-Operation's contact for customer complaint resolution.

A. Karen Hyde, 121 Champion Way, Canonsburg, Pennsylvania 15317, (724) 743-9888.

Q. If authorized to operate in South Carolina, will TelCove-Operations abide by the Commission's rules and regulations and the laws of the State of South Carolina, as now adopted or that may be adopted in the future, in its provision of competitive intrastate telecommunications services?

A. Yes.

Q. How will TelCove-Operations guard against slamming?

A. Currently, TelCove-Operations and TelCove-SC have established procedures designed to prevent the unauthorized switching of customers. Those procedures include obtaining a signed letter of authorization ("LOA"), or similar authorization, from all new customers. TelCove-Operations will continue to maintain those procedures and update them to comply with any changes in South Carolina law and Federal Communications Commission ("FC") regulations.

Q. Please describe the public interest benefits associated with the proposed reorganization.

A. The proposed reorganization is consistent with the public interest in that it will be seamless with respect to the services TelCove-SC's South Carolina customers receive, while enabling the TelCove operating entities to streamline their respective operations. As noted in the Application and as described above, the proposed reorganization is entirely intra-corporate in nature, will not result in any discontinuance of service, and will not affect any of the services provided to existing TelCove-SC customers. TelCove-SC's South Carolina customers will continue to receive service under the TelCove operating name. Furthermore, the existing management team of TelCove-Operations, which already oversees the operations of TelCove-SC, will remain in place and TelCove-Operations will continue to have access to the same financial qualifications that it enjoyed prior to the reorganization. As a result, TelCove customers in South Carolina will not be adversely affected by the proposed transactions.

At the same time, Applicants expect that the proposed transactions will allow the TelCove entities, including TelCove-Operations, to streamline and rationalize their operations in a manner which will provide organizational and intracorporate operational benefits. Currently, TelCove's operations are divided among more than twenty separate subsidiaries. By consolidating its operations within a more limited number of operating entities, Applicants believe that the TelCove companies can provide service and compete more effectively, including in South Carolina.

Q. Does this conclude your testimony?

A. Yes, it does.

VERIFICATION

STATE OF COLORADO)

COUNTY OF BROOMFIELD)

ss: _____

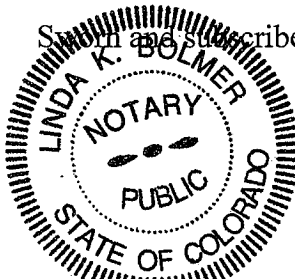
I, William P. Hunt III, being first duly sworn, state that I am Vice President, Public Policy of Level 3 Communications, LLC; that I am authorized to make this Verification; that the foregoing testimony was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

William P. Hunt III

Name: William P. Hunt III

Title: Vice President, Public Policy

Sworn and subscribed before me this 16th day of March, 2007.



Linda K. Bolmer
Notary Public

My commission expires 9.29.07